

**EXHIBIT BBBB**

**Performance Management Program**  
**Year: 2015**

**Vision**

Connect, Collaborate, Innovate, Inspire

**Mission**

We foster communication and community among MCHC companies.

Through partnership, we provide professional services that align with MCHC standards and policies, contribute to the performance of the MCHC Group and enhance KAITEKI value.

We will achieve our mission through a commitment to ethics, professionalism, and service.

<b>Employee Name:</b>	Jennifer S. Fischman
<b>Employee Title:</b>	Assistant General Counsel (Acting General Counsel & CCO for 8 mos)
<b>Manager Name:</b>	Nicholas Oliva
<b>Manager Title:</b>	General Counsel and Chief Compliance Officer
<b>Review Date:</b>	April 30, 2016

**CONFIDENTIAL**

### Section 1. Job Performance Previous Period

List the major areas of responsibility for this position and briefly describe the employee's performance in each of these areas during the review period.

Major Area of Responsibility	Performance During Review Period
Commercial Transactions; Contracts and Legal Advice, Litigation Management	Provided legal support and advice on a myriad of issues including settlement agreements, construction, insurance agreements, leases for real property, distribution and supply agreements, master services agreements, nondisclosure agreements, employment-related agreements, compliance issues, environmental issues, bankruptcy, risk management and litigation.
Communication with Japan	Continued good communication with Japan this year with support to MCHC companies on a number of issues; worked with MTPC on closing out additional Alpha litigation matters. Kept up with regular communications with clients in Japan in a timely manner.
Outside Counsel Management; Projects	Managed outside counsel effectively; worked to find ways to reduce outside counsel costs on all matters, including litigation, bankruptcy, real estate, and Alpha matters.
Own the Compliance Program	I spent a great deal of time learning our compliance program; studying our Code of Conduct, updating a couple of policies to comply with new rules in California. I took many compliance trainings to assist in the determination of the on line program for 2016. I worked to update the optical features of the program, which may be adopted in 2017. I provided trainings and seminars to Verbatim and Dianal; covering ethics in the workplace, global business issues, and compliance with anti-bribery, antitrust and price discrimination policies and law.
Training, Mentoring, Supervising	Continued support, guidance and mentoring to Maiko Usami and all other attorneys in the department throughout the year.
Hire and train Stephen Rose	Hired, trained, mentored Stephen Rose; met with him regularly; tried to model desired actions and behaviors, provided and reviewed his work product and gave feedback; explained the company culture and began to introduce him to business contacts, etc.

## Section 2. Competencies

In addition to overall performance related to job responsibilities, every employee has a set of competencies specific to their job level. Competencies are the combination of knowledge, skills and behaviors that contribute to individual and organizational performance. Use this section to evaluate the employee's overall proficiency in each competency area.

- Refer to the competencies listed at the end of this form
- Each competency is supported by key behaviors that describe the way the competency may be demonstrated in the workplace
- Indicate the level of proficiency for each competency based on the behaviors demonstrated during the performance review period.
  - NI = Needs improvement
  - M = Meets competency performance standards
  - E = Exceeds competency performance standards

Competencies Job Level: Director/Function Head	Level of Proficiency		
	NI	M	E
1. Business Acumen			X
2. Communication	X		
3. Contributing to Team Success		X	
4. Cross-functional Capability			X
5. Ethics and Compliance			X
6. Functional Expertise			X
7. People Development			X
8. Strategic Thinking			X

### Manager Comments:

NOTE: It is important to note that this performance review and the related comments and suggestions are based on the fourth-quarter of the fiscal year 2015 only.

Jennifer has had a challenging year and her continued success and ability to meet client demands is a testament to her skill, intelligence, capability and integrity. Jennifer excels in her ability to manage a broad range of complex legal and compliance matters. She is the department's subject matter expert in multiple areas and has embraced this role. Jennifer has acquired significant institutional knowledge and is able to use this knowledge to the benefit of the clients and our team. Jennifer continuously looks for ways to be efficient and perform high quality legal services without duplication of effort. Jennifer maintains a high ethical standard and communicates directly with regard to any potential ethical concern. Jennifer is an asset to our team.

With regard to the Competencies, as discussed with Jennifer:

- Jennifer exceeds in most areas.
- Meets standards in Contributing to Team Success and People Development, but might invest more time and energy into ensuring the department functions as a team and each member is developed with the benefit of Jennifer's expertise and institutional knowledge. Specifically, Jennifer excels in "Functional Expertise" and "Strategic Thinking" categories and might be challenged to impart these skills to the rest of the team (People Development) in 2016.
- I believe there is room for improvement in Communication, specifically communicating in a respectful tone and manner, and being aware of and responsive to verbal and non-verbal communication styles.

With regard to development and F2016, I encourage Jennifer (as we have often discussed) to propose meaningful position and role parameters and to work to define what her position could look like that both serves the needs of the company, but also provides professional satisfaction and the ability to continue to develop in areas of interest.

### Section 3. Overall Level of Performance

Indicate the most accurate description of the employee's job performance during the review period.

- ✓ **Exceptional:** Work performance far exceeded expectations for the review period due to exceptional quality in all essential areas of responsibility and/or an exceptional and significant contribution involving completion of a major goal in support of a company objective.
- ✓ **Exceeds:** Work performance consistently exceeds expectations. Demonstrates a very high level of performance in all areas of responsibility. Regularly makes contributions of great value to the company, showing innovation, creativity, and independent action. Frequently goes beyond the norm of usual job performance in this position.
- ✓ **Meets:** Work performance meets all requirements of the position. Occasionally may make contributions beyond what is normally expected. Is experienced in the position and a solid effective performer within the organization.
- ✓ **Needs Improvement:** Further improvement is needed in order to be considered as fully performing the requirements of this position.

### Section 4. Development Plan

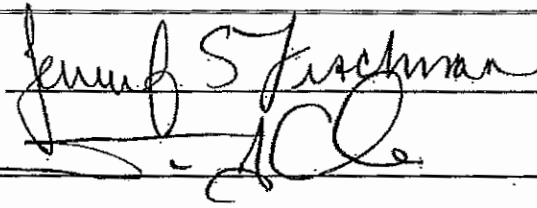
Identify two or three competencies from Section 2, representing areas for development to enhance the employee's job performance and growth.

Competency	Development Plan	Progress to Date
Communication	<ul style="list-style-type: none"><li>• Continue to work on active listening and reading non-verbal cues.</li><li>• Manager's note: suggest practicing measured approach to communication, as discussed.</li></ul>	
Contribute to Team Success	<ul style="list-style-type: none"><li>• Work with Stephen and Shin to clarify roles and responsibilities of team members and ensures support functions are in place.</li><li>• Listens to and fully involves others in team decisions and actions; values and uses individual differences and talents</li><li>• Work to consistently develop and sustain cooperative working relationships among team members.</li></ul>	

### Section 5. Employee Comments

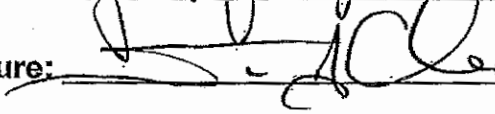
The 2015 Fiscal Year was a good and challenging year with a lot of accomplishments. I ran the legal and compliance department for 8 months and then assisted Nick in his transition to GC in December and during the 4<sup>th</sup> quarter FY. I successfully negotiated the settlement of a number of litigation matters including, M. Martin litigation and Comitrex dispute for MCP; I led due diligence of the Genix acquisition in Brazil; I hired and trained Stephen Rose; I continued to mentor Maiko Usame; I closed out additional Alpha matters; I gave a compliance speech to Verbatim and its international leadership and I attended the Annual Compliance meeting in Japan in October; I advised and assisted MFA on Line 10; I assisted in the establishment of Mytux Mexico; and I assisted in the shutdown of the toner business for MKIC, among dozens of other matters. I continued to have responsibility to support several of the largest of the NA affiliates, some of whom have of the most day to day legal needs, and I consistently work to do it efficiently and in a manner that reduces risk and cost to those businesses.

Employee Signature:



Date: May 24, 2016

Manager Signature:



Date: 23 May 2016

### Section 6, Goal and Objectives

List below specific goals and objectives that can be mutually agreed to by the employee and his/her manager for the coming year. Goals and objectives should be (1) reasonable and attainable; (2) measurable, if possible; (3) consistent with broad goals for the Company.

Goal or Objective	Target Date for Completion
Continue to provide effective proactive legal advice	Ongoing
Continue to assess and help the businesses manage risk and litigation	Ongoing
Continue to supervise and mentor Stephen Rose and Shin Obata	Ongoing
Provide live compliance training to at least 50% of the businesses Jennifer supports this year	Ongoing;
Conduct compliance investigations and provide resolutions	Ongoing, as necessary
Provide independent and objective legal perspective	Ongoing
Manager's Note: I suggest collapsing the goals and objectives that are somewhat core and standard to the role of in-house counsel into one; and developing other discreet and time bound/measurable project-based goals and objectives; each that can be revisited at mid-year. This is the same note that will be applied to all Legal team members' review.	

Employee Signature:

*Leah S. Fishman*

Date:

*May 24, 2016*

Manager Signature:

*[Signature]*

Date:

*23 May 2016*



**Competencies**  
**Job Level: Director/Function Head**

Competency	Behaviors
<p><b>Business Acumen</b> <i>Demonstrates broad knowledge and understanding of MCHA and affiliates' businesses including strategies and objectives.</i></p>	<ul style="list-style-type: none"> <li>• Knowledgeable in current and possible future policies, practices, trends and information affecting the business and organization</li> <li>• Understands and takes into consideration all relevant business perspectives when fulfilling job responsibilities</li> <li>• Takes steps to keep current in leading edge business practices</li> <li>• Understands nuances and subtleties of business and job</li> <li>• Is aware of how strategies and tactics work in the business environment</li> </ul>
<p><b>Communication</b> <i>Clearly conveys information and ideas using a broad range of communication methods (oral, written, presentation) in a manner that engages the recipient, helps them understand and retain the message, and is effective in diverse situations.</i></p>	<ul style="list-style-type: none"> <li>• Communicates in a respectful tone and manner</li> <li>• Organizes and expresses ideas clearly and concisely</li> <li>• Tailors communication to effectively reach the recipient/audience</li> <li>• Listens actively and communicates effectively with others</li> <li>• Ensures that others are kept informed about developments and issues affecting work or project outcomes</li> <li>• Communicates issues in a timely manner</li> <li>• Is aware of and responsive to verbal and non-verbal communication styles</li> <li>• Uses effective cross-cultural communication skills</li> </ul>
<p><b>Contributing to Team Success</b> <i>Actively participates as a member of a team to accomplish MCHA vision, mission and goals, department goals and group goals.</i></p>	<p><b>Team Leaders</b></p> <ul style="list-style-type: none"> <li>• Takes a leadership role on both internal and external teams</li> <li>• Clarifies roles and responsibilities of team members and ensures support functions are in place</li> <li>• Listens to and fully involves others in team decisions and actions; values and uses individual differences and talents</li> <li>• Consistently develops and sustains cooperative working relationships among team members</li> <li>• Inspires, motivates and guides others toward established goals and desired achievements</li> </ul> <p><b>All</b></p> <ul style="list-style-type: none"> <li>• Demonstrates personal commitment to the team and supports team goals</li> <li>• Works effectively with others in meeting goals and objectives</li> <li>• Listens and responds constructively to other team members' ideas and actions</li> <li>• Solicits the input of others who are affected by plans</li> </ul>

Competency	Behaviors
	<p>or actions and gives credit and recognition to others who have contributed</p> <ul style="list-style-type: none"> <li>• Obtains cooperation from others to achieve results</li> <li>• Keeps others informed of project status and issues</li> <li>• Puts goals of the group ahead of one's own agenda, and supports and acts in accordance with final group decisions even when such decisions may not entirely reflect one's own position</li> <li>• Shares credit and recognizes the contributions of other people</li> </ul>
<p><b>Cross-Functional Capability</b>  <i>Understands the connection between organizational functions and uses this knowledge and skill to manage across functional groups effectively.</i></p>	<ul style="list-style-type: none"> <li>• Understands the role and interrelationship of each organizational function</li> <li>• Has the know-how to get things done in a complex, multi-level or multi-division organizational environment</li> <li>• Has ability to recognize and include all stakeholders</li> <li>• Recognizes and understands the agenda and perspective of others and balances the interests of one's own department/function with those of other departments/functions</li> <li>• Works to build a common purpose across organizational functions and work groups</li> </ul>
<p><b>Ethics and Compliance</b>  <i>Acts with integrity and promotes high standards of ethical conduct consistent with the company's Code of Conduct.</i></p>	<p><b>Team Leaders</b></p> <ul style="list-style-type: none"> <li>• Develops policies and internal controls to minimize organizational risk from unethical practice</li> <li>• Takes immediate and appropriate action regarding reports of unethical behavior or conflicts of interest</li> <li>• Briefs executives on reports of unethical behavior or conflicts of interest that might threaten the organization</li> <li>• Models high ethical standards</li> </ul> <p><b>All</b></p> <ul style="list-style-type: none"> <li>• Is familiar with and understands the company's Code of Conduct and compliance policies</li> <li>• Consistently demonstrates behaviors that are in line with the company's Code of Conduct, compliance policies and standards for professional and ethical conduct</li> <li>• Recognizes situations or directives that are directly or indirectly in conflict with the company's Code of Conduct, compliance policies or standards for professional and ethical conduct and reports conflicts or unethical behavior to management</li> <li>• Applies policies, rules and regulations in a consistent, non-biased manner</li> <li>• Refrains from behavior that fosters the appearance of conflict of interest</li> <li>• Maintains strict confidentiality of sensitive information</li> </ul>

Competency	Behaviors
<p><b>Functional Expertise</b>  <i>Possess required functional knowledge and skills to do the job at a high level of accomplishment and keeps current with trends and developments in area of expertise.</i></p>	<ul style="list-style-type: none"> <li>• Demonstrates expertise in skill and knowledge within areas relevant to one's own function</li> <li>• Helps others become experts within function or work group; readily shares expertise and insights</li> <li>• Develops and contributes to best practices in discipline or specialty area for the work group. Is viewed as a resource for best practices in discipline or specialty area; leads others in applying best practices</li> <li>• Stays aware of major developments in discipline or specialty area. Serves as a resource for others regarding major developments in discipline or specialty area</li> <li>• Recognized by co-workers, business partners and team members as possessing high functional knowledge and skills. Mentors others on how to exhibit high functional knowledge and skills</li> <li>• Cultivates a learning organization by mentoring others on how to exhibit high functional knowledge and skills</li> </ul>
<p><b>People Development</b>  <i>Planning and supporting the development of individuals' knowledge, skills and abilities so that they can fulfill current or future job/role responsibilities more effectively.</i></p>	<ul style="list-style-type: none"> <li>• Provides timely guidance, feedback, and clarification of expectations</li> <li>• Shares information, advice and suggestions to help others to be more successful; provides effective coaching</li> <li>• Gives people assignments that will help develop their abilities</li> <li>• Regularly meets with employees to review their development progress</li> <li>• Recognizes and reinforces people's developmental efforts and improvements</li> <li>• Expresses confidence in others' ability to be successful</li> </ul>
<p><b>Strategic Thinking</b>  <i>Formulates objectives and priorities and implements plans consistent with the long-term interests of the organization. Capitalizes on opportunities and manages risk.</i></p>	<ul style="list-style-type: none"> <li>• Understands the organization's strengths and weaknesses</li> <li>• Uses understanding of business conditions to determine a strategic direction</li> <li>• Develops a strategic plan based on the vision, mission and organizational goals</li> <li>• Translates strategy into business plans and tactics</li> <li>• Leads others in effectively developing, identifying, and formulating strategies consistent with organizational goals</li> <li>• Anticipates challenges and opportunities for the organization that may not be obvious to others</li> <li>• Understands the importance of looking at issues through a long-term perspective</li> <li>• Viewed by others as a strategic thinker and frequently sought out for long term planning and guidance</li> </ul>